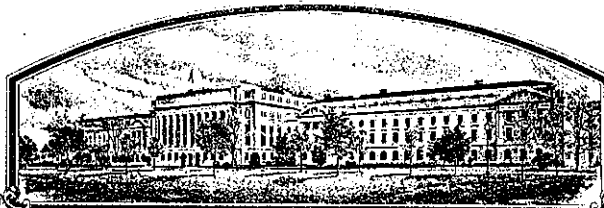


No.



7900060

THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

W. Atlee Burpee Company

Whereas, THERE HAS BEEN PRESENTED TO THE

Secretary of Agriculture

AN APPLICATION REQUESTING A CERTIFICATE OF PROTECTION FOR AN ALLEGED NOVEL VARIETY OF SEXUALLY REPRODUCED PLANT, THE NAME AND DESCRIPTION OF WHICH ARE CONTAINED IN THE APPLICATION AND EXHIBITS, A COPY OF WHICH IS HEREUNTO ANNEXED AND MADE A PART HEREOF, AND THE VARIOUS REQUIREMENTS OF LAW IN SUCH CASES MADE AND PROVIDED HAVE BEEN COMPLIED WITH, AND THE TITLE THERETO IS, FROM THE RECORDS OF THE PLANT VARIETY PROTECTION OFFICE, IN THE APPLICANT(S) INDICATED IN THE SAID COPY, AND WHEREAS, UPON DUE EXAMINATION MADE, THE SAID APPLICANT(S) IS (ARE) ADJUDGED TO BE ENTITLED TO A CERTIFICATE OF PLANT VARIETY PROTECTION UNDER THE LAW.

NOW, THEREFORE, THIS CERTIFICATE OF PLANT VARIETY PROTECTION IS TO GRANT UNTO THE SAID APPLICANT(S) AND THE SUCCESSORS, HEIRS OR ASSIGNS OF THE SAID APPLICANT(S) FOR THE TERM OF *seventeen* YEARS FROM THE DATE OF THIS GRANT, SUBJECT TO THE PAYMENT OF THE REQUIRED FEES AND PERIODIC REPLENISHMENT OF VIABLE BASIC SEED OF THE VARIETY IN A PUBLIC REPOSITORY AS PROVIDED BY LAW, THE RIGHT TO EXCLUDE OTHERS FROM SELLING THE VARIETY, OR OFFERING IT FOR SALE, OR REPRODUCING IT, IMPORTING IT, OR EXPORTING IT, OR USING IT IN PRODUCING A HYBRID OR DIFFERENT VARIETY THEREFROM, TO THE EXTENT PROVIDED BY THE PLANT VARIETY PROTECTION ACT (U.S.C. 1542, AS AMENDED, 7 U.S.C. 2321 ET SEQ.)

MARIGOLD

'Happy Red'



In Testimony Whereof, I have hereunto set my hand and caused the seal of the Plant Variety Protection Office to be affixed at the City of Washington this 1st day of May in the year of our Lord one thousand nine hundred and eighty.

Attest:

Samuel H. Jones
Commissioner
Plant Variety Protection Office
Grain Division
Agricultural Marketing Service

W. Atlee Burpee
Secretary of Agriculture

UNITED STATES DEPARTMENT OF AGRICULTURE
AGRICULTURAL MARKETING SERVICE
LIVESTOCK, POULTRY, GRAIN & SEED DIVISION

FORM APPROVED
OMB NO. 40-R3822

APPLICATION FOR PLANT VARIETY PROTECTION CERTIFICATE

INSTRUCTIONS: See Reverse.

No certificate for plant variety protection may be issued unless a completed application form has been received (5 U.S.C. 553).

1a. TEMPORARY DESIGNATION OF VARIETY		1b. VARIETY NAME Happy Red		FOR OFFICIAL USE ONLY	
				PV NUMBER 7900060	
2. KIND NAME Marigold Dwarf Double French		3. GENUS AND SPECIES NAME Tagetes patula		FILING DATE 3-21-79	TIME 12:00 A.M. P.M.
4. FAMILY NAME (BOTANICAL) Compositae		5. DATE OF DETERMINATION 1975		FEE RECEIVED \$ 500.00 \$ 250.00	DATE 3-21-79 2-14-80
6. NAME OF APPLICANT(S) W. Atlee Burpee Co.		7. ADDRESS (Street and No. or R.F.D. No., City, State, and ZIP Code) 300 Park Avenue Warminster, PA 18974		8. TELEPHONE AREA CODE AND NUMBER 215-674-4900	
9. IF THE NAMED APPLICANT IS NOT A PERSON, FORM OF ORGANIZATION: (Corporation, partnership, association, etc.) Corporation		10. IF INCORPORATED, GIVE STATE AND DATE OF INCORPORATION Pennsylvania		11. DATE OF INCORPORATION 1915	
12. NAME AND MAILING ADDRESS OF APPLICANT REPRESENTATIVE(S), IF ANY, TO SERVE IN THIS APPLICATION AND RECEIVE ALL PAPERS: Jerome H. Kantor (at above address)					

13. CHECK BOX BELOW FOR EACH ATTACHMENT SUBMITTED:

- ☒ 13A. Exhibit A, Origin and Breeding History of the Variety (See Section 52 of the Plant Variety Protection Act.)
- ☒ 13B. Exhibit B, Novelty Statement. 35mm transparency & seed sample enclosed
- ☒ 13C. Exhibit C, Objective Description of the Variety (Request form from Plant Variety Protection Office.)
- ☒ 13D. Exhibit D, Additional Description of the Variety.

14a. DOES THE APPLICANT(S) SPECIFY THAT SEED OF THIS VARIETY BE SOLD BY VARIETY NAME ONLY AS A CLASS OF CERTIFIED SEED? (See Section 83(a). (If "Yes," answer 14B and 14C below.) ☐ YES ☒ NO

14b. DOES THE APPLICANT(S) SPECIFY THAT THIS VARIETY BE LIMITED AS TO NUMBER OF GENERATIONS? ☐ YES ☒ NO

14c. IF "YES," TO 14B, HOW MANY GENERATIONS OF PRODUCTION BEYOND BREEDER SEED? ☐ FOUNDATION ☐ REGISTERED ☐ CERTIFIED

15a. DID THE APPLICANT(S) FILE FOR PROTECTION OF THIS VARIETY IN OTHER COUNTRIES? ☐ YES ☒ NO (If "Yes," give name of countries and dates.)

15b. HAVE RIGHTS BEEN GRANTED THIS VARIETY IN OTHER COUNTRIES? ☐ YES ☒ NO (If "Yes," give name of countries and dates.)

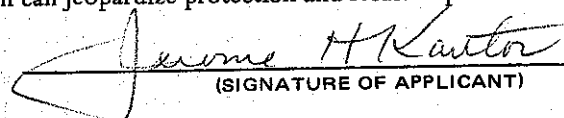
16. DOES THE APPLICANT(S) AGREE TO THE PUBLICATION OF HIS/HER (THEIR) NAME(S) AND ADDRESS IN THE OFFICIAL JOURNAL? ☒ YES ☐ NO

17. The applicant(s) declare(s) that a viable sample of basic seed of this variety will be furnished with the application and will be replenished upon request in accordance with such regulations as may be applicable.

The undersigned applicant(s) is (are) the owner(s) of this sexually reproduced novel plant variety, and believe(s) that the variety is distinct, uniform, and stable as required in Section 41, and is entitled to protection under the provisions of Section 42 of the Plant Variety Act.

Applicant(s) is (are) informed that false representation herein can jeopardize protection and result in penalties.

3/15/79
(DATE)


(SIGNATURE OF APPLICANT)

1

(DATE)

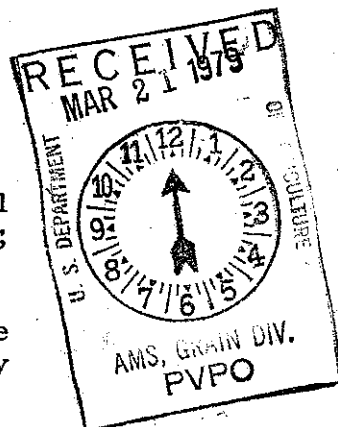
(SIGNATURE OF APPLICANT)

INSTRUCTIONS

GENERAL: Send an original copy of the application and exhibits, at least 2,500 viable seeds, and \$500 fee (\$250 filing fee and \$250 examination fee) to U.S. Dept. of Agriculture, Agricultural Marketing Service, Livestock, Poultry, Grain and Seed Division, Plant Variety Protection Office, National Agricultural Library Building, Beltsville, Maryland 20705. (See section 180.175 of the Regulations and Rules of Practice.) Retain one copy for your files. All items on the face of the form are self-explanatory unless noted below.

ITEM

- 5 Give the date the applicant determined that he had a new variety based on (1) the definition in section 41(a) of the Act and (2) the date a decision was made to increase the seed.
- 13a Give: (1) the genealogy, including public and commercial varieties, lines, or clones used, and the breeding method; (2) the details of subsequent stages of selection and multiplication; (3) the type and frequency of variants during reproduction and multiplication and state how these variants may be identified and (4) evidence of uniformity and stability.
- 13b Give a summary statement of the variety's novelty. Clearly state how this novel variety may be distinguished from all other varieties in the same crop. If the new variety most closely resembles one or a group of related varieties: (1) identify these varieties and state all differences objectively; (2) attach statistical data for characters expressed numerically and demonstrate that these differences are significant; and (3) submit, if helpful, seed and plant specimens or photographs of seed and plant comparisons clearly indicating novelty.
- 13c Fill in the Exhibit C, Objective Description form, for all characteristics for which you have adequate data.
- 13d Describe any additional characteristics that are not described, or whose description cannot be accurately conveyed in Exhibit C. Use comparative varieties as is necessary to reveal more accurately the description of characteristics that are difficult to describe, such as, plant habit, plant color, disease resistance, etc.
- 14a If "YES" is specified (seed of this variety be sold by variety name only as a class of certified seed) the applicant may NOT reverse his affirmative decision after the variety has either been sold and so labeled, his decision published, or the certificate has been issued. However, if the applicant specified "NO," he may change his choice. (See section 180.16 of the Regulations and Rules of Practice.)
- 15a See section 42 of the Plant Variety Protection Act and section 180.7 of the Regulations and Rules of Practice.



7900060

R/S 7/6/79

MARIGOLD DWARF DOUBLE FRENCH, HAPPY RED

13A Exhibit A

Variety originated from selections made in Red outcrosses found in Burpee's Goldie. Male parent thus unknown.

Improvement made over many generations by natural selection and variants between Happy Red and Goldie were eliminated.

Variety was found to be completely true breeding in 1975.

Came completely true in Burpee's Doylestown, Pennsylvania and Santa Paula, California trials in 1975, 1976, 1977 and 1978.

In 1977 it was entered in the All-America Trials under number 77F19 and as far as we know it came completely true.

MARIGOLD DWARF DOUBLE FRENCH, HAPPY RED

13B Exhibit B Revised 11/6/79

Annual. No special characteristics of seed, seedling or fruiting stage (that is, seed head), just typical of *Tagetes patula*. Leaves dark green pinnatisect, segments linear lanceolate toothed.

Color is bright mahogany-red, overlaid on golden orange, with a very narrow gold line round the edge of the petals. Normally the ray florets are a solid bright mahogany-red, but, like all mahogany-red *patula* varieties, when conditions are adverse some of the underlying golden orange color can be seen.

Flowers are full-petalled with bright mahogany-red petaloid centers, but when the flowers are mature, or growing conditions are adverse, they tend to show the short tubular golden orange florets that are on the disc and are intermingled with the flat bright mahogany-red florets.

Flowers of Happy Red are about 5 cm in diameter and height is about 26 cm.

Happy Red may be distinguished from all other *Tagetes patula* varieties by a unique combination. We believe:

- a) It is the earliest flowering "Red" *patula* variety in the world.
- b) It is the most free-flowering early flowering "Red" *patula* variety in the world.
- c) No other company has marketed a variety even remotely resembling Happy Red.

Flowers are absolutely distinct from crested types such as Harmony. In Harmony types the crest is dominant, is composed entirely of tubular florets, and rises far above the flat ray petals. In Happy Red the tubular florets on the disc are shorter than the petaloid florets on the disc and are mostly concealed by the petaloid florets. Unlike crested types such as Harmony, which rely on tubular florets to provide doubling, in Happy Red it is the flat petaloid disc florets that give the flowers a well doubled appearance.

Other distinct characteristics less easy to define are a loose habit in relation to its height and better heat resistance than most *patula* varieties. The appearance of the flowers is also distinct from any other "Red" *patula* variety.

Happy Red is most similar, in all characteristics except color, to two other varieties in the Happy series - Happy Yellow and Happy Orange - that we catalog for the first time for season 1980 - but in Exhibit C-section 8 (submitted on 9/19/79) you will notice we have made comparison with longer established varieties. On the RHS 1966 color chart Happy Yellow is 7A in the yellow group with a basal zone 181B in the greyed-red group. Happy Orange is 23A in the yellow-orange group with a basal zone 178D in the greyed-red group. Happy Red color is as listed in Exhibit C, namely brighter more mahogany than Red/Purple 60A on RHS 1966 color chart.

FORM GR-470-9
(9-15-72)UNITED STATES DEPARTMENT OF AGRICULTURE
AGRICULTURAL MARKETING SERVICE
GRAIN DIVISION
HYATTSVILLE, MARYLAND 20782EXHIBIT C
(Marigold)OBJECTIVE DESCRIPTION OF VARIETY
MARIGOLD (TAGETE)

INSTRUCTIONS - See Reverse.

NAME OF APPLICANT(S) W. Atlee Burpee Co.	FOR OFFICIAL USE ONLY
ADDRESS (Street and No., or R.F.D. No., City, State, and ZIP Code) 300 Park Avenue Warminster, PA 18974	PVPO NUMBER 7900060 R/S 9/25/79
	VARIETY NAME OR TEMPORARY DESIGNATION Happy Red

Place the appropriate number that describes the varietal character of this variety in the boxes below.

Place a zero in first box (e.g. 089 or 08) when number is either 99 or less or 9 or less.

1. SPECIES TYPE:

2 1 = ERECTA (African) 2 = PATULA (French) 3 = TENUIFOLIA (Signata) 4 = LUCIDA (Sweet)
5 = OTHER (Specify) _____

2. PLOIDY:

3 1 = DIPLOID (n = _____) 2 = TRIPLOID (n = _____) 3 = TETRAPLOID (n = allotetraploid)

3. PLANT TYPE/HABIT:

2 1 = EXTRA DWARF (Miniature, petite) < 20 CM. 2 = DWARF 25-35 CM. 3 = SEMIDWARF 40-55 CM. 4 = TALL > 60 CM.

2 1 = ERECT 2 = SEMIERECT 3 = DECUMBENT

2 1 = COMPACT 2 = LAX

1 Flowering: 1 = LONG SEASON 2 = SHORT SEASON

4. LEAF (Middle of first flowering branch):

2 Type: 1 = SIMPLE 2 = COMPOUND

2 Leaflet: 1 = OVATE 2 = LANCEOLATE 3 = ELLIPTIC 4 = FILIFORM

3 Margin: 1 = ENTIRE 2 = CRENATE 3 = SERRATE 4 = DENTATE 5 = INCISED

010 CM. LONG 65 MM. WIDE 2 Anthocyanin pigment in petioles: 1 = ABSENT 2 = PRESENT
slight

1 Glands: 1 = PUNCTATE 2 = LARGE DOTS 2 Glands: 1 = BASAL 2 = APICAL

5 Odor: 1 = NONE 2 = MILD FRAGRANCE 3 = STRONG FRAGRANCE 4 = MILD "MARIGOLD" 5 = STRONG "MARIGOLD"

5. STEM:

2 1 = STRAIGHT 2 = ZIGZAG 1 1 = BRITTLE 2 = FLEXIBLE

2 Anthocyanin: 1 = ABSENT 2 = ALONG VEINS ~~XXXX~~ spreading out 26 CM. FROM BASE OF STEM TO INVOLUCRE OF TERMINAL FLOWER
3 = SOLID COLORATION

19 CM. FROM BASE OF MAIN STEM TO AXIL OF TOP BRANCH 07 CM. FROM AXIL OF TOP BRANCH TO INVOLUCRE OF TERMINAL FLOWER

00 NO. OF INTERNODES BELOW FIRST BRANCH 05 NO. OF FIRST ORDER BRANCHES (from main stem)

6. FLOWER:

3 Type: 1 = CARNATION 2 = CHRYSANTHEMUM 3 = OTHER Double with mostly petaloid center

2 1 = SINGLES 2 = DOUBLES

1 Silhouette: 1 = FLATTENED 2 = ROSETTE 3 = GLOBULAR

5 Odor: 1 = NONE 2 = MILD FRAGRANCE 3 = STRONG FRAGRANCE 4 = MILD "MARIGOLD" 5 = STRONG "MARIGOLD"

6. FLOWER: (Continued)

☐ Ray: 1 = FLATTENED 2 = CURLED/TWISTED (Fantastic)

☐ Apices: 1 = ENTIRE 2 = LOBED 3 = NOTCHED

☐ SURFACE - Dorsal: } 1 = GLABROUS 2 = PUBESCENT 3 = PUBESCENT ON APICE ONLY
☐ SURFACE - Ventral: } very mildly

☐ LUSTER - Dorsal: } 1 = SHINY 2 = DULL
☐ LUSTER - Ventral: }

☐ PATTERN - Dorsal: } 1 = SOLID 2 = SPOTTED 3 = STRIPED

☐ PATTERN - Ventral: } 4 = PICOTEE 5 = OTHER (Specify) Solid, overlaid on golden orange under
color with narrow gold line round edge of petals
Brighter more mahogany than Red/Purple 60A.

☐ Color: 1 = SOLID 2 = BICOLOR (Specify colors): Primary _____ Secondary _____

State color standards used: RHS Color Chart 1966

SIZE (Use outer row of first matured flower): ☐ ☐ 9 MM. LONG ☐ ☐ 6 MM. WIDE

☐ Disc: 1 = ABSENT 2 = PRESENT, COVERED 3 = PRESENT, UNCOVERED partially

☐ Type: 1 = NOT QUILLED 2 = QUILLED

7. DISEASE RESISTANCE (0 = Not Tested; 1 = Susceptible; 2 = Resistant)

☐ ROOT-ROT (*Phytophthora*) ☐ VIRUS YELLOWS
☐ GREY MOLD (*Botrytis*) ☐ FUSARIUM WILT
☐ STEM ROT (*Sclerotinia*) ☐ WITCHES BROOM

8. INDICATE A VARIETY THAT MOST NEARLY RESEMBLE THAT SUBMITTED

CHARACTER	VARIETY	CHARACTER	VARIETY
Plant shape	Fireglow	Flower size	Larger flowered than Redcoat
Plant size	Redcoat	Flower shape	Unique apart from Happy series
Foliage	Bolero	Flower color	Redcoat

INSTRUCTIONS

REFERENCES: The following publications may be used as a reference aid for completing this form:

- (a) Bailey, L. H., 1949, Manual of Cultivated Plants, MacMillan.
- (b) Royal Horticulture Society, 1965, Dictionary of Gardening, Oxford.
- (c) Wyman, Donald, 1971, Wyman's Gardening Encyclopedia, MacMillan.

COLOR: Nickerson's or any recognized color fan may be used to determine the colors.

*8. Although the resemblance for all characteristics is nearest to the Happy series, to be offered in 1980, we have listed varieties already cataloged.

MARIGOLD DWARF DOUBLE FRENCH, HAPPY RED

13D Exhibit D

The variety is unique, combining earliness with a color not seen in any early flowering Tagetes patula variety. Happy Red starts flowering 5 to 7 days ahead of Redcoat and is free-flowering from the commencement of flowering. Redcoat (on which we already have Plant Variety Protection) starts to flower very sparsely.

Base color is bright mahogany-red, similar in basic color to Redcoat. Due to the elongation of some petaloid golden orange disc florets, which are intermingled with the bright mahogany-red ray florets, the center of the flowers sometimes shows a fair amount of golden orange but the amount of golden orange varies according to cultural and weather conditions and the age of the flowers and Happy Red cannot really be regarded as a bicolor. Petals are much more loosely arranged than the petals of Redcoat and flower shape more closely resembles the larger flowered much taller much later flowering variety Rusty Red.

Foliage is deep green and is not nearly as coarse as the foliage of Redcoat. Foliage resembles the foliage of Bolero.

Although very floriferous, and fairly dwarf, Happy Red has a somewhat loose habit. Its main advantages are that it is earlier flowering and more heat-resistant than any variety of similar color that is known to us.

GRANT OF SECURITY INTEREST
(PLANT VARIETY CERTIFICATES)

WHEREAS, W. ATLEE BURPEE COMPANY, a Pennsylvania corporation (herein referred to as "Grantor"), has been issued the Plant Variety Certificates listed on Schedule 1 annexed hereto;

WHEREAS, Grantor is a wholly owned Subsidiary of CDS Holding Corp.;

WHEREAS, Grantor has agreed to grant a first priority security interest in substantially all the assets of Grantor to secure the payment of all amounts owing under the Revolving Credit Agreement, dated as of December 30, 1986 (as amended, supplemented or modified from time to time, the "Credit Agreement"), among CDS Holding Corp., the O.M. Scott & Sons Company and Manufacturers Hanover Trust Company (the "Bank" and "Grantee"); and

WHEREAS, pursuant to the terms of a Subsidiary Security Agreement dated as of December 30, 1986 (the "Subsidiary Security Agreement") made by Grantor in favor of Grantee, its successors transferees and assigns Grantor has mortgaged, pledged and granted to Grantee a security interest in all right, title and interest of Grantor in, to and under all Certificates of Plant Variety Protection now or hereafter issued to the Grantee by the Plant Variety Protection Office of the United States Department of Agriculture (or any successor agency thereto) (all such Certificates being herein collectively referred to as "Plant Variety Certificates"), together with any reissues, extensions or renewals thereof whether presently existing or hereafter arising or acquired in connection with the tangible and intangible assets of the Grantor's business, including the goodwill of the business symbolized by the Plant Variety Certificates issued to and the applications therefor and the registrations thereof, and all products and proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement or dilution thereof or injury to the associated goodwill, to secure the payment of all amounts owing under the Credit Agreement and any and all other amounts from time to time directly owing by the Grantor to the Bank;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby mortgage, pledge and grant to Grantee, its successors, indorses, transfees and assigns, a security interest in all of Grantor's right, title and interest in, to and under the following whether presently existing or hereafter arising or acquired:

(i) each Plant Variety Certificate and Plant Variety Certificate application, including, without limitation, each Plant Variety Certificate and Plant Variety Certificate application referred to in Schedule 1 hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each Plant Variety Certificate and Plant Variety Certificate application;

(v) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future infringement or dilution of any Plant Variety Certificate registration including, without limitation, any registration referred to in Schedule 1, or for injury to the goodwill associated with any Plant Variety Certificate or Plant Variety Certificate application.

This security interest is granted in conjunction with the security interest granted to the Grantee, its successors, indorses, transfees and assigns, in substantially all of the assets of the Grantor, as set forth in the Security Agreement, of which this Agreement is a part.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the security interest in the Plant Variety Certificates, Plant Variety Certificates applications, made and granted hereby are more fully set forth in the Security Agreement, the

terms and provisions of which are incorporated by reference herein as if fully set forth herein. Terms defined in the Security Agreement shall have their defined meanings when used in this Grant of Security Interest.

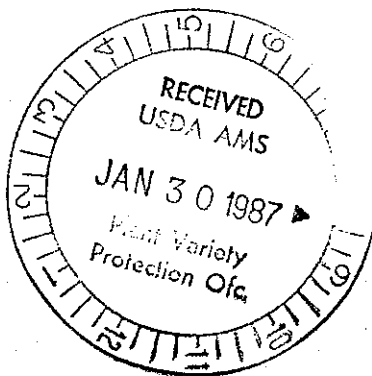
IN WITNESS WHEREOF, Grantor has caused this Grant of Security Interest to be duly executed by its officers thereunto duly authorized as of the 30th day of December, 1986.

W. ATLEE BURPEE COMPANY

By:

W. N. Englehart

Title: President



STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 30th day December, 1986, before me personally came William N. Englehart, to me personally known and known to me to be the person described in and who executed the foregoing instrument as President of W. Atlee Burpee Company, who being by me duly sworn, did depose and say that he resides at 5572 Long Lane, Doylestown, PA; that he is President of W. Atlee Burpee Company, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that the said instrument was signed and sealed on behalf of said corporation by order of its Board of Directors; that he signed his name thereto by like order; and that he acknowledged said instrument to be the free act and deed of said corporation.

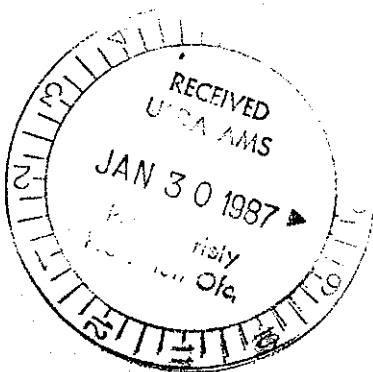
[Seal]

My commission expires:

3/30/87

Loretta D. Brenner
Notary Public

LORETTA D. BRENNER
Notary Public, State of New York
No. 60-4794803
Qualified in Westchester County
Certificate filed in New York County
Commission Expires March 30, 1987



OWNER: W. ATLEE BURPEE COMPANY

PLANT VARIETY PROTECTION CERTIFICATES

<u>CERTIFICATE NO.</u>	<u>TITLE AND SUBTITLE</u>	<u>ISSUE DATE</u>	<u>EXPIRATION DATE</u>
7100001	LETTUCE 'Green Ice'	4/25/73	1990
7100002	CHINA ASTER 'Totem Pole White'	3/28/74	1991
7100003	CHINA ASTER 'Totem Pole Rose-Pink'	3/28/74	1991
7100004	CHINA ASTER 'Totem Pole Scarlet-Cerise'	3/28/74	1991
7100005	CHINA ASTER 'Totem Pole Azure Blue'	3/28/74	1991
7100006	CHINA ASTER 'Totem Pole Dark Blue'	3/28/74	1991
7100009	VERBENA 'Ruffled White'	4/8/75	1992
7100010	MARIGOLD 'Redcoat'	12/12/75	1992
7100053	CHINA ASTER 'Ideal Dark Blue'	3/14/75	1991
7100054	CHINA ASTER 'Ideal Rose'	3/14/74	1991
7100059	ZINNIA 'Emperor'	12/12/75	1992
7100077	CHINA ASTER 'Burpeeana Extra Early Rose'	3/28/74	1991
7100078	CHINA ASTER 'Burpeeana Extra Early Scarlet Morn'	3/28/74	1991
7100079	CALENDULA 'Golden Gem'	6/27/75	1992
7100081	MARIGOLD 'Golden Fantastic'	5/14/76	1993
7100085	SWEETPEA 'Salmonette'	12/12/75	1992
7100086	SWEETPEA 'Lavender Delight'	12/12/75	1992

OWNER: W. ATLEE BURPEE COMPANY

- 2 -

<u>CERTIFICATE NO.</u>	<u>TITLE AND SUBTITLE</u>	<u>ISSUE DATE</u>	<u>EXPIRATION</u>
7100087	SWEETPEA 'Tangerine'	3/5/76	1993
7100088	VERBENA 'Ruffled Pink'	4/8/75	1992
7200054	SQUASH 'Burpee Golden Zucchini'	2/15/75	1994
7200108	SNAPDRAGON 'Bright Scarlet'	11/24/75	1992
7400030	CALIFORNIA POPPY 'Ballerina Yellow'	4/18/75	1992
7400032	CALENDULA 'Orange Gem'	6/27/75	1992
7400033	ZINNIA 'Ruffled Jumbo Scarlet'	12/12/75	1992
7400034	MARIGOLD 'Big Almost White'	11/15/74	1991
7400040	BEAN 'Greensleeves'	6/18/76	1993
7500024	MARIGOLD 'Golden Hawaii'	3/5/76	1993
7500025	CHINA ASTER 'Red Mound'	6/27/75	1992
7600011	MARIGOLD 'Red Pygmy'	2/15/77	1994
7600071	PUMPKIN 'Triple Treat'	5/9/77	1994
7600072	WATERMELON 'Sugarbush'	7/26/77	1994
7800005	ZINNIA 'Rose Starlet'	2/2/78	1995
7800009	LETTUCE 'Royal Oak Leaf'	2/2/78	1995
7900060	MARGOLD 'Happy Red'	5/1/80	1997
8200017	MARIGOLD 'Xantho-Orange'	6/17/82	1999

OWNER: W. ATLEE BURPEE COMPANY

<u>CERTIFICATE NO.</u>	<u>TITLE AND SUBTITLE</u>	<u>ISSUE DATE</u>	<u>EXPIRATION</u>
8200028	TOMATO 'Super Beefsteak'	8/19/82	1999
8200129	ASTER 'Pot 'n Patio Blue'	12/30/83	2000
8400138	PUMPKIN 'Bushkin'	8/30/85	2002
8500128	PEA 'Snappy'	10/31/85	2002
8600040	ZINNIA 'Pinwheel Rose'	8/31/86	2003

Applications

<u>APPLICATION NO.</u>	<u>TITLE AND SUBTITLE</u>	<u>APPLICATION DATE</u>
8400139	Watermelon 'Sweet Treat'	12/16/86
8600139	Basil 'Purple Ruffles'	7/7/86
8600149	Cucumber 'Picklebush'	7/9/86
8600158	Zinnia 'Red Lollipop'	9/3/86

SECURITY AGREEMENT

SECURITY AGREEMENT, dated as of November 23, 1987, made by W. Atlee Burpee Company, a Pennsylvania corporation (the "Debtor") in favor of Bankers Trust Company, a New York banking corporation (the "Secured Party"). Unless otherwise defined herein or in Article XI hereof, all capitalized terms used herein and defined in the Credit Agreement are used herein as therein defined.

W I T N E S S E T H:

WHEREAS, the Secured Party and the Debtor have entered into the Credit Agreement;

WHEREAS, pursuant to the Credit Agreement, the Secured Party has agreed to provide the Debtor, in accordance with the terms and conditions set forth therein, with a working capital line not exceeding the Commitment;

WHEREAS, it is a condition precedent to the incurrence of Advances under the Credit Agreement that the Debtor execute and deliver to the Secured Party this Security Agreement; and

WHEREAS, the Debtor desires to execute this Security Agreement to satisfy the condition described in the preceding paragraph;

NOW, THEREFORE, in consideration of the premises and other benefits to the Debtor, the receipt and sufficiency of which are hereby acknowledged, the Debtor hereby makes the following representations and warranties and hereby covenants and agrees as follows:

Plant Variety Protection Certificates

<u>CERTIFICATE NO.</u>	<u>TITLE AND SUBTITLE</u>	<u>ISSUE DATE</u>	<u>EXPIRATION</u>
7100001	LETTUCE 'Green Ice'	4/10/73	1990
7100002	CHINA ASTER 'Totem Pole White'	3/28/74	1991
7100003	CHINA ASTER 'Totem Pole Rose-Pink'	3/28/74	1991
7100004	CHINA ASTER 'Totem Pole Scarlet-Cerise'	3/28/74	1991
7100005	CHINA ASTER 'Totem Pole Azure Blue'	3/28/74	1991
7100006	CHINA ASTER 'Totem Pole Dark Blue'	3/23/74	1991
7100009	VERBENA 'Ruffled White'	4/8/73	1992
7100010	MARIGOLD 'Redcoat'	12/12/73	1992
7100053	CHINA ASTER 'Ideal Dark Blue'	3/14/74	1991
7100054	CHINA ASTER 'Ideal Rose'	3/14/74	1991
7100059	ZINNIA 'Emperor'	12/12/75	1992
7100077	CHINA ASTER 'Burpeeana Extra Early Rose'	3/28/74	1991
7100078	CHINA ASTER 'Burpeeana Early Early Scarlet Morn'	3/28/74	1991

<u>CERTIFICATE NO.</u>	<u>TITLE AND SUBTITLE</u>	<u>ISSUE DATE</u>	<u>EXPIRATION</u>
7100079	CALENDULA 'Golden Gem'	6/27/75	1992
7100081	MARIGOLD 'Golden Fantastic'	5/14/76	1993
7100085	SWEETPEA 'Salmonette'	12/12/75	1992
7100086	SWEETPEA 'Lavender Delight'	12/12/75	1992
7100087	SWEETPEA 'Tangerine'	3/5/76	1993
7100088	VERBENA 'Ruffled Pink'	4/8/75	1992
7200054	SQUASH 'Burpee Golden Zucchini'	2/15/77	1994
7200108	SNAPDRAGON 'Bright Scarlet'	11/24/75	1992
7400030	CALIFORNIA POPPY 'Ballerina Yellow'	4/18/75	1992
7400032	CALENDULA 'Orange Gem'	6/27/75	1991
7400033	ZINNIA 'Ruffled Jumbo Scarlet'	12/12/75	1991
7400034	MARIGOLD 'Big Almost White'	11/15/74	1991
7400040	BEAN 'Greensleeves'	6/18/76	1993
7500024	MARIGOLD 'Golden Hawaii'	3/5/76	1993
7500025	CHINA ASTER 'Red Mound'	6/27/75	1992

<u>CERTIFICATE NO.</u>	<u>TITLE AND SUBTITLE</u>	<u>ISSUE DATE</u>	<u>EXPIRATION</u>
7600011	MARIGOLD 'Red Pygmy'	2/15/77	1994
7600071	PUMPKIN 'Triple Treat'	5/9/77	1994
7600072	WATERMELON 'Sugarbush'	7/26/77	1994
7800005	ZINNIA 'Rose Starlet'	2/2/78	1995
7800009	LETTUCE 'Royal Oak Leaf'	2/2/78	1995
7900060	MARIGOLD 'Happy Red'	5/1/80	1997
8200017	MARIGOLD 'Xantho-Orange'	6/17/82	1999
8200028	TOMATO 'Super Beefsteak'	8/19/82	1999
8200129	ASTER 'Pot 'n Patio Blue'	12/30/83	2000
8400138	PUMPKIN 'Bushkin'	8/30/85	2002
8500128	PEA 'Snappy'	10/31/85	2002
8600040	ZINNIA 'Red Lollipop'	8/31/86	2003

Plant Variety Protection Certificates Applications

<u>APPLICATION NO.</u>	<u>TITLE AND SUBTITLE</u>	<u>APPLICATION DATE</u>
8400139	Watermellon 'Sweet Treat'	12/16/86
8600139	Basil 'Purple Ruffles'	7/7/86
8600149	Cucumber 'Picklebush'	7/9/86
8600158	Zinnia 'Pinwheel Rose'	9/8/86